

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**W.R. GRACE & CO., et al.**

**Debtor.**

**Chapter 11**

**Case No. 01-1139 (JKF)  
Jointly Administered**

**Objection Date: June 2, 2005 at 4:00 p.m.**

**Hearing: Scheduled if Necessary (Negative Notice)**

**NOTICE OF FILING OF  
TENTH MONTHLY INTERIM APPLICATION OF  
CIBC WORLD MARKETS CORP., FINANCIAL ADVISOR TO  
DAVID T. AUSTERN, FUTURE CLAIMANTS' REPRESENTATIVE**

TO: (1) The Debtors; (2) Counsel to the Debtors; (3) The Office of the United States Trustee; (4) Counsel to the Official Committee of Asbestos Personal Injury Claimant; (5) Counsel to the Official Committee of Asbestos Property Damage Claimants; (6) Counsel to the Official Committee of Equity Holders; and (7) Counsel to the Debtors-in-Possession Lender; and (8) the Fee Auditor

CIBC World Markets Corp., financial advisor to David T. Austern, in his capacity as the Court-appointed legal representative for future asbestos claimants (the "FCR"), has filed and served its Tenth Monthly Application of CIBC World Markets Corp. for Compensation for Services Rendered and Reimbursement of Expenses as financial advisor to the FCR for the time period March 1, 2005 through March 31, 2005 seeking payment of fees in the amount of \$80,000.00 (80% of \$100,000.00) and reimbursement of expenses in the amount of \$648.90 (the "Application") for a total of \$80,648.90.

This Application is submitted pursuant to this Court's Administrative Order, as Amended, Under 11 U.S.C. Sections 105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members dated April 17, 2002 (the "Administrative Order").

Objections or responses to the Application, if any, must be made in writing and filed with the United States Bankruptcy Court for the District of Delaware, Marine Midland Plaza, 824 Market Street, Fifth Floor, Wilmington, DE 19801, on or before **June 2, 2005 at 4:00 p.m., Eastern Time.**

At the same time you must also serve a copy of the objections or responses, if any, upon the following: (i) co-counsel to David T. Austern, FCR, Roger Frankel, Esquire, Richard H. Wyron, Esquire, Swidler Berlin LLP, 3000 K Street, NW, Suite 300, Washington, DC 20007; (ii) co-counsel for the Debtors, David M. Bernick, Esquire, Kirkland & Ellis LLP, 200 East Randolph Drive, Chicago, IL 60601 and Laura Davis Jones, Esquire, Pachulski, Stang, Ziehl, Young & Jones, P.C., 919 North Market Street, Suite 1600, P.O. Box 8705, Wilmington, DE 19899-8705; (iii) co-counsel to the Official Committee of Unsecured Creditors, Lewis Kruger, Esquire, Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, NY 10038-4982 and Michael R. Lastowski, Esquire, Duane Morris, LLP, 1100 N. Market Street, Suite 1200, Wilmington, DE 19801-1246; (iv) co-counsel to the Official Committee of Asbestos Property Damage Claimants, Scott L. Baena, Esquire, Blizin, Sumberg, Dunn, Baena, Price & Axelrod, First Union Financial Center, 200 South Biscayne Boulevard, Suite 2500, Miami, FL 33131 and Michael B. Joseph, Esquire, Ferry & Joseph, P.A., 824 Market Street, Suite 904, P.O. Box 1351, Wilmington, DE 19899; (v) co-counsel to the Official Committee of Asbestos Personal Injury Claimants, Elihu Inselbuch, Esquire, Caplin & Drysdale, 399 Park Avenue, 36<sup>th</sup> Floor, New York, NY 10022 and Mark Hurford, Esquire, Campbell & Levine, LLC, Chase Manhattan Centre, 15<sup>th</sup> Floor, 1201 Market Street, Suite 1500, Wilmington, DE 19801; (vi) co-counsel to the DIP Lender, J. Douglas Bacon, Esquire, Latham & Watkins, Sears Tower, Suite 5800, Chicago, IL 60606 and Steven M. Yoder, Esquire, The Bayard Firm, 222 Delaware Avenue,

Suite 900, P.O. Box 25130, Wilmington, DE 19899; (vii) counsel to the Official Committee of Equity Holders, Thomas Moers Mayer, Esquire, Kramer Levin Naftalis & Frankel LLP, 919 Third Avenue, New York, NY 10022; (viii) the Office of the United States Trustee, ATTN: Frank J. Perch, Esquire, 844 N. King Street, Wilmington, DE 19801; and (ix) the Fee Auditor, Warren H. Smith, Warren H. Smith and Associates Republic Center, 325 N. St. Paul, Suite 4080, Dallas, TX 75201.

Any questions regarding this Notice or attachments may be directed to undersigned counsel.

SWIDLER BERLIN LLP

By: 

Roger Frankel, *admitted pro hac vice*  
Richard H. Wyron, *admitted pro hac vice*  
3000 K Street, NW, Suite 300  
Washington, DC 20007  
(202) 424-7500  
Counsel to David T. Austern,  
As Future Claimants' Representative

Dated: May 13, 2005

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

<b>In re:</b>	)	<b>Chapter 11</b>
	)	
<b>W.R. GRACE &amp; CO., <u>et al.</u></b>	)	<b>Case No. 01-1139 (JKF)</b>
	)	<b>Jointly Administered</b>
	)	
<b>Debtor.</b>	)	<b>Objection Date: June 2, 2005 at 4:00 p.m.</b>
	)	<b>Hearing: Scheduled if Necessary (Negative Notice)</b>

**TENTH MONTHLY INTERIM APPLICATION OF  
CIBC WORLD MARKETS CORP., FINANCIAL ADVISOR  
TO DAVID T. AUSTERN, FUTURE CLAIMANTS' REPRESENTATIVE, FOR  
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD  
MARCH 1, 2005 THROUGH MARCH 31, 2005**

Name of Applicant:	CIBC World Markets Corp.
Authorized to Provide Professional Services to:	David T. Austern, Future Claimants' Representative
Date of Retention:	June 4, 2004
Period for which compensation and reimbursement is sought:	March 1, 2005 – March 31, 2005
80% of Compensation sought as actual, reasonable and necessary:	\$80,000.00 <sup>1</sup>
100% of Expense Reimbursement sought as actual, reasonable and necessary:	\$648.90

This is a   x   monthly        interim        final application

<sup>1</sup> Pursuant to administrative Order, absent timely objections, the Debtor is authorized and directed to pay 80% of fees and 100% expenses.  
CIBC's total fee for this period is \$100,000.00.

**COMPENSATION BY PROJECT CATEGORY (Exhibit A, Time Detail)**

**MARCH 2005**

<b><u>Project Category</u></b>	<b><u>Total Hours</u></b>	<b><u>Total Fees<sup>2</sup></u></b>
Business Operations Related	67.75	NA
Financial Analysis Related	24.75	NA
Plan & Disclosure Statement Related	27.00	NA
Tax Due Diligence Related	103.50	NA
<b>TOTAL</b>	<b>223.00</b>	<b>NA</b>

**EXPENSE SUMMARY (Exhibit B, Expense Detail)**

**MARCH 2005**

<b><u>Expense Category</u></b>	<b><u>Total</u></b>
Air fare	\$566.90
Transportation	82.00
<b>TOTAL</b>	<b>\$648.90</b>

Respectfully submitted,

CIBC WORLD MARKETS CORP.

By: 

Joseph J. Radecki, Jr.  
300 Madison Avenue  
New York, New York 10017  
(212) 885-4744  
Financial Advisor to David T. Austern  
Future Claimants' Representative

Dated: May 9, 2005

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<sup>2</sup> CIBC does not bill on an hourly basis; therefore, a calculation of total fees by hour, by category is not applicable.

**EXHIBIT A**

Professional	Date	Hours	Category	Description
DJ	3.1.2005	4.3	Business Operations	Various financial analysis re: comparable companies in sector
JR	3.2.2005	2.0	Financial Analysis	Review various financial analysis completed by CIBC team
RC	3.2.2005	4.0	Business Operations	Review Blackstone material on potential acquisition
DJ	3.2.2005	5.3	Business Operations	Review documents on potential acquisition; various financial analysis
JR	3.3.2005	3.0	Business Operations	Review docs re: potential acquisition; conf call with Blackstone re: same
RC	3.3.2005	1.0	Business Operations	Conference Call with Debtors re: potential acquisition
DJ	3.3.2005	3.8	Business Operations	Conference Call with Debtors re: potential acquisition; various follow-up analysis re: same
JR	3.4.2005	2.8	Business Operations	Review materials on contemplated acquisition
JR	3.4.2005	0.8	Plan and Disclosure Statement	Review General Grace Issues
JR	3.8.2005	4.0	Business Operations	Conf calls re: same with Swidler and Blackstone re: CEO motion; potential acquisition; other issues. Review materials related to same.
JR	3.8.2005	2.3	Business Operations	Festa CEO compensation motion - Argonaut Acquisition; conf calls re: same with Swidler and Blackstone.
RC	3.8.2005	2.0	Business Operations	Review Festa CEO compensation motion - Argonaut Acquisition; conf calls with counsel and Blackstone re: same.
DJ	3.8.2005	3.0	Business Operations	Review Argonaut information; analysis re: same
DJ	3.9.2005	2.3	Financial Analysis	Various financial analysis
RC	3.9.2005	2.0	Financial Analysis	Various financial analysis
DJ	3.10.2005	2.0	Financial Analysis	Various financial analysis
RC	3.11.2005	1.0	Financial Analysis	Various financial analysis; internal discussions
DJ	3.11.2005	3.5	Financial Analysis	Various financial analysis; internal meetings re: same.
JR	3.15.2005	1.3	Business Operations	Review Blackstone materials on GPC deal.
JR	3.15.2005	2.0	Business Operations	Review Blackstone materials on GPC deal.
RC	3.15.2005	2.5	Business Operations	Review Blackstone materials on GPC deal.
DJ	3.15.2005	1.8	Business Operations	Review documents relating to GPC deal.
JR	3.16.2005	1.0	Business Operations	Internal meetings re: GPC issues and other.
JR	3.16.2005	4.5	Business Operations	Review sector data relating to GPC deal; internal meetings re: same.
RC	3.16.2005	5.0	Business Operations	Review market information relating to GPC deal; internal discussions regarding same.
DJ	3.16.2005	5.0	Business Operations	Review market information relating to GPC deal; internal meetings regarding same.
JR	3.17.2005	1.8	Financial Analysis	Review various financial analysis completed by CIBC team
DJ	3.17.2005	1.0	Financial Analysis	Various financial analysis
RC	3.18.2005	1.8	Financial Analysis	Various financial analysis; internal discussions re: same
DJ	3.18.2005	3.0	Financial Analysis	Various financial analysis
JR	3.21.2005	2.0	Plan Analysis	Review of plan treatment; internal discussions
JR	3.21.2005	2.0	Plan Analysis	Review of plan treatment; internal meetings relating to same.
RC	3.21.2005	2.0	Plan Analysis	Review of plan treatment and related analysis
RC	3.22.2005	2.3	Financial Analysis	Various financial analysis
DJ	3.23.2005	2.3	Financial Analysis	Various financial analysis
JR	3.23.2005	3.0	Tax Due Diligence	Review of documents and notions relating to Grace tax history and current issues.
DJ	3.23.2005	7.0	Tax Due Diligence	Research on tax issues; various financial analysis
JR	3.24.2005	8.8	Tax Due Diligence	Review of documents and notions relating to Grace tax history and current issues.
JR	3.24.2005	4.0	Tax Due Diligence	Review of Grace tax issues, including all filed motions.
DJ	3.24.2005	6.5	Tax Due Diligence	Research on tax issues
JR	3.25.2005	2.8	Tax Due Diligence	Review of documents and notions relating to Grace tax history and current issues.
JR	3.25.2005	5.0	Tax Due Diligence	Review of Grace tax issues, including all filed motions. Internal meetings re: same
RC	3.25.2005	4.3	Tax Due Diligence	Internal discussions relating to tax situation. Analysis and review of same
DJ	3.25.2005	5.0	Tax Due Diligence	Analysis of Grace tax issues
JR	3.28.2005	4.0	Tax Due Diligence	Review of documents and notions relating to Grace tax history and current issues
JR	3.28.2005	6.3	Tax Due Diligence	Review of Grace tax issues, including all filed motions
RC	3.28.2005	7.0	Tax Due Diligence	Analysis and review of Grace tax issues
DJ	3.28.2005	3.5	Tax Due Diligence	Analysis of Grace tax issues; various financial analysis
JR	3.29.2005	2.0	Tax Due Diligence	Review of Kentucky plant issues - claims document sent by Blackstone
JR	3.29.2005	2.5	Tax Due Diligence	Review of Grace tax issues, including all filed motions on the subject. Review of Kentucky plant issues.
RC	3.29.2005	7.5	Business Operations	Review Blackstone materials on Kentucky plant. Analysis and review of Grace tax issues
DJ	3.29.2005	2.0	Business Operations	Review documents on Kentucky plant; related research
JR	3.30.2005	6.0	Plan Analysis	Review of Kentucky plant issues - claims document sent by Blackstone - tax matters
JR	3.30.2005	5.8	Plan Analysis	Review Blackstone materials on claims analysis; various related analysis. Review tax issues in preparation for due diligence trip
RC	3.30.2005	5.5	Plan Analysis	Review Blackstone materials on claims analysis; various related analysis
DJ	3.30.2005	3.0	Plan Analysis	Review claims analysis; various related analysis
JR	3.31.2005	12.5	Tax Due Diligence	Meeting with Grace tax department (time includes travel)
JR	3.31.2005	12.0	Tax Due Diligence	Meeting with Grace tax department (time includes travel)
RC	3.31.2005	12.5	Tax Due Diligence	Meeting with Grace tax professionals in Boca Raton (includes travel)

## EXHIBIT B

### W.R. Grace & Co.

#### CIBC Expense Detail Report (March 1, 2005 – March 31, 2005)

(Dates represent expense posting date)

#### Air fare

Joanna Wa	03/14/05	<u>566.90</u>
Subtotal Air fare:		\$ <u>566.90</u>

#### Transportation

Joe Radecki (auto mileage)	03/29/05	66.00
Joe Radecki	03/29/05	12.00
Joe Radecki (parking)	03/29/05	<u>4.00</u>
<b>Subtotal Transportation:</b>		<b>\$ <u>82.00</u></b>

<b>TOTAL EXPENSES:</b>		<b>\$ <u>648.90</u></b>
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**THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

<b>In re:</b>	)	<b>Chapter 11</b>
	)	
<b>W.R. GRACE &amp; CO., <u>et al.</u>,</b>	)	<b>Case No. 01-01139 (JKF)</b>
	)	
<b>Debtors.</b>	)	<b>(Jointly Administered)</b>

**AFFIDAVIT**

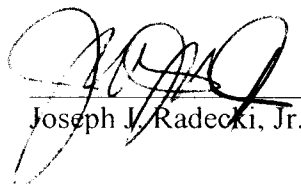
STATE OF NEW YORK     )  
  ) ss.:  
COUNTY OF NEW YORK    )

Joseph J. Radecki Jr. being duly sworn, deposes and says:

1. I am a managing director of CIBC World Markets Corp. ("CIBC"), Financial Advisor to David T. Austern, the Future Claimants' Representative in the above captioned case.
2. No agreement or understanding in any form or guise exists between CIBC and any other person for a division of compensation for services rendered in or in connection with this proceeding, and that no such division of compensation prohibited by §504 of the Bankruptcy Code will be made by CIBC, except with employees of CIBC.
3. I hereby state, in accordance with §504 of the Bankruptcy Code, that CIBC has not entered into any agreement, express or implied, with any other party in interest, including the Debtors herein, any creditor or the representative of any of them, or with any attorney for such party in interest in the proceeding, for the purpose of fixing the amount of any of the fees or other compensation to be allowed out of or paid from the assets of the estate to any party in interest in the within proceeding for services rendered in connection herewith.

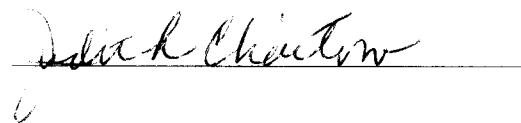


4. I have reviewed the Tenth Monthly Interim Application of CIBC World Markets Corp. for the time period March 1, 2005 through March 31, 2005 and state that the information set forth therein is true and correct to the best of my knowledge, information and belief.



Joseph J. Radecki, Jr.

Sworn to and subscribed before me  
this 9<sup>th</sup> day of May, 2005



My commission expires:

JUDITH CHAITOW  
Notary Public, State of New York  
No. 81-4689789  
Qualified in New York County  
Commission Expires February 28, 2006

**CERTIFICATE OF SERVICE**

I, DEBRA O. FULLEM, do hereby certify that I am over the age of 18, and that on May 13, 2005, I caused the *Notice, Tenth Monthly Interim Application of CIBC World Markets Corp., Financial Advisor to David T. Austern, Future Claimants' Representative, for Compensation for Services Rendered and Reimbursement of Expenses for the time period March 1, 2005 through March 31, 2005, Affidavit, Exhibit A, and Exhibit B*, to be served upon those persons as shown on the attached Service List in the manner set forth therein.

Under penalty of perjury, I certify the foregoing to be true and correct.

A handwritten signature in cursive script, reading "Debra O. Fullem", is written over a horizontal line.

Debra O. Fullem, Senior Legal Assistant  
Swidler Berlin LLP

**SERVICE LIST**

***Federal Express***

Laura Davis Jones, Esquire  
David W. Carickhoff, Jr., Esquire  
Pachulski, Stang, Ziehl, Young & Jones P.C.  
919 North Market Street, 16th Floor  
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Wilmington, DE 19899-8705

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Vito I. DiMaio  
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Wilmington, DE 19899

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Wilmington, DE 19801

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Kramer Levin Naftalis & Frankel LLP